

**MEMORANDUM AND ARTICLES
OF
ASSOCIATION
OF
GENNEX LABORATORIES LIMITED**
CIN: L24230TG1990PLC011168

Registered Office Address: Survey No.133, IDA Bollaram,
Jinnaram Mandal, Sangareddy Dist – 502 325,
Telangana State, India

Corporate Office Address: Akash Ganga, 03rd Floor,
Plot No.144, Srinagar Colony, Hyderabad – 500 073,
Telangana State, India

Email: investorsrelation@gennexlab.com; Website: www.gennexlab.com
Ph: 040-67334400; Fax: 040-67334433

Co No. 01-11168

Company's Intimation by

Letter dated 3-5-93

Word 'Private' deleted U/s.

43 A, (2)

[कम्पनी अधिनियम, 1956 की धारा 18(3)]

[Section 18(3) of Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की Registrar.

CERTIFICATE OF REGISTRATION OF THE ORDER
OF COURT CONFIRMING TRANSFER OF THE
REGISTERED OFFICE FROM ONE STATE
TO ANOTHER

Become a Public Company
U/s. 43 (1A) with
effect from Date 6-2-97
Registrar

ने विशेष संकल्प
द्वारा रजिस्ट्रीकृत कार्यालय का
राज्य से राज्य में
अन्तरण करके स्थान की बाबत संगम-ज्ञापन के उपबंधों में परिवर्तन कर
दिया है और ऐसे परिवर्तन की
तारीख के आदेश द्वारा

पुष्टि कर दी गई है। **PHARMASIA DRUGS AND CHEMICALS
PRIVATE LIMITED**

The.....having by
special resolution altered the provisions of its Memorandum
of Association with respect to the place of the registered office
by changing it from the state of **Karnataka**
to the state of **Andhra Pradesh** and such alteration having
been confirmed by an order of **CP.No. 105/17/SRB/82**
bearing date the...19-1-95.....

मैं एतद्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रति
इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that a certified copy of the said order
has this day been registered.

मेरे हस्ताक्षर से यह तारीख को दिया गया।

Given under my hand at **U. Dehlabad** this...29th...

day of **March**.....One thousand **and ninety**

(**R. VASUDEWAN**)

कम्पनियों का रजिस्ट्रार

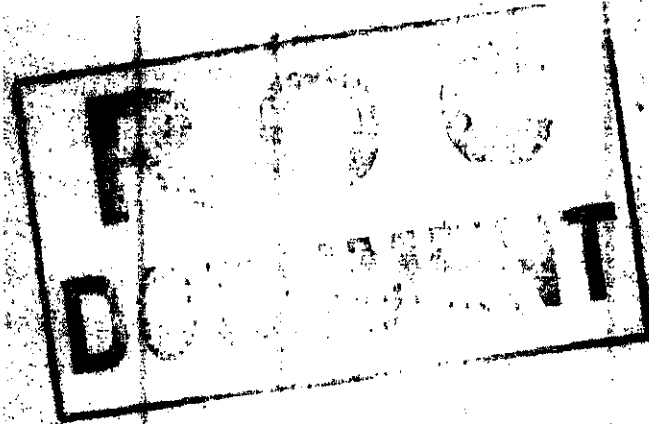
Registrar of Companies

कॉपी-6

S.S.-6

GIPND-78 Form Store-Job I-6-9-75-3,500





Received the original can to file

M. J. RAO
(P. D. RAO, PA) 2/2/90

Company No: 01-11168



B-1

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON THE CONVERSION UNDER SECTION 31/44 OF THE
COMPANIES ACT, 1956(1 of 1956)**

In the office of the Registrar of companies, Andhra Pradesh
HYDERABAD.

IN THE MATTER OF Pharmasia Drugs And Chemicals Limited (Deemed
Public Company)

I hereby certify that Pharmasia Drugs And Chemicals Limited

which was originally

Incorporated on 25th day of June, 1985 At Karnataka, under the
Subsequently Transferred to Andhra Pradesh on 29th March, 1990
name Pharmasia Drugs And Chemicals Private Limited

having duly passed the necessary special Resolution on the 3rd

day of November, 1994 in terms of section 31(1)/44 of the companies Act, 1956

the name of the company is this day changed to PHARMASIA DRUGS AND CHEMICALS
LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at HYDERABAD this, the 15th

day of February One thousand Nine hundred and Ninety Five.

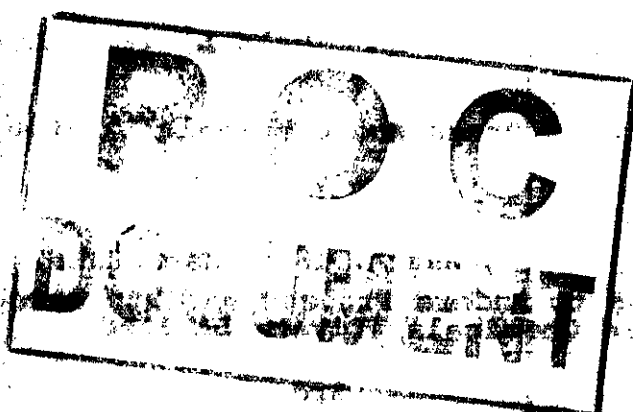


बी कोटेश्वर राव, 15/2/95

(B.KOTESWARA RAO)
ASST. REGISTRAR OF COMPANIES
ANDHRA PRADESH: HYDERABAD.

OK

Er



Received Certificate

15/2/95

Company No: 01-11168



B-1

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

In the Office the Registrar of Companies,
Andhra Pradesh, Hyderabad.

(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF PHARMASIA DRUGS AND CHEMICALS LIMITED

I hereby certify that M/s. PHARMASIA DRUGS AND CHEMICALS LIMITED

was originally incorporated on 25th day of JUNE, 1985

under the companies Act, 1956, under the name M/s. PHARMASIA DRUGS AND
CHEMICALS PRIVATE LIMITED (subsequently converted into

a Regular public Company by passing S/R on 3-11-94)

The said M/s. PHARMASIA DRUGS AND CHEMICALS LIMITED

(S/R passed on 5-1-95) having duly passed necessary resolution under section 21/22(1)(e)/22(1) (b) of the companies Act, 1956 and also having obtained the approval of the Central Government in writing vide letter No. RAP/TA.I/Sec.21/11168/95

dated 22-2-95 of Registrar of Companies, Andhra Pradesh, Department of Company affairs has changed its name to M/s. PRUDENTIAL PHARMACEUTICALS LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Hyderabad, this 22nd day of FEBRUARY

One Thousand Nine Hundred and NINETY FIVE.



(M.R. SRIDHARAN)
REGISTRAR OF COMPANIES
ANDHRA PRADESH: HYDERABAD

Q 2

ROC
DOCUMENT

Recond original

[Signature]

23/2/11

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, आंध्र प्रदेश

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L24230AP1990PTC011168

मैसर्स PRUDENTIAL PHARMACEUTICALS LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
PRUDENTIAL PHARMACEUTICALS LIMITED

जो मूल रूप में दिनांक उनतीस मार्च उन्नीस सौ नव्वे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस.आर.एन. A21852918 दिनांक 19/09/2007 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
GENNEX LABORATORIES LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुरक्षण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा हैदराबाद में आज दिनांक उन्नीस सितम्बर दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L24230AP1990PTC011168

In the matter of M/s PRUDENTIAL PHARMACEUTICALS LIMITED

I hereby certify that PRUDENTIAL PHARMACEUTICALS LIMITED which was originally incorporated on Twenty Ninth day of March Nineteen Hundred Ninety under the Companies Act, 1956 (No. 1 of 1956) as having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A21852918 dated 19/09/2007 the name of the said company is this day changed to GENNEX LABORATORIES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Hyderabad this Nineteenth day of September Two Thousand Seven.




(LAKSHMI PRASAD K)

कम्पनी रजिस्ट्रार / Registrar of Companies



आंध्र प्रदेश

Andhra Pradesh

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

GENNEX LABORATORIES LIMITED
133, BOLLARAM, JINNARAM,
MEDAK,
Andhra Pradesh, INDIA

INCORPORATED
UNDER
THE COMPANIES ACT 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
GENNEX LABORATORIES LIMITED

¹The Format contained in Table A of the first schedule to the Companies Act, 2013 (hereinafter referred as Table A) shall apply to this Company in so far as are applicable to Public Company and are not amended, modified or substituted.

- I. The name of the Company is “**Gennex Laboratories Limited**”
- II. The Registered office of the Company is situated at **Telangana**
- III.
 - a. The objects to be pursued by the Company on its incorporation are:
 - i. The carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and or otherwise deal as wholesalers or retailers in drugs, medicines, pharmaceuticals, chemicals and other intermediaries, dyes, pigments, paints, rubber chemicals, photo chemicals, hormones, agrochemicals, veterinary and poultry products, food and nutritional products, household remedies, biological and herbal products.
 - ii. To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and otherwise deal as wholesalers and retailers in surgical dressings, cosmetics, beauty aids, toiler requisites, perfumes, essence, colours, flavours, scents and any other allied products including spirit and alcohol.
 - iii. To carry on the business as manufacturers, buyers, seller, importers, exporters, distributors, agents and otherwise deal as wholesalers or retailers in agricultural implements, chemicals

¹ Amendment to Memorandum of Association in line with the Companies Act, 2013 was adopted by the Members of the Company in their held 36th Annual General Meeting on September 30, 2021.

and fertilizers of all kinds including insecticides, pesticides, germicides, fungicides, weedicides and other specialities and their formulations.

- iv. To carry on the business as manufacturers, buyers, sellers, fabricators, exporters, importers, distributors, agents and otherwise deal as wholesalers or retailers in all kinds of plant, equipments, spares and accessories required or associated with the manufacture of Drugs, Pharmaceuticals, medicines, cosmetics, chemicals, surgicals, scientific and medical apparatus, equipments, instruments and appliances.
- v. To carry on the business of manufacture, deal in all types of raw and packing materials used in the manufacture, of various items mentioned above, including glass bottles, ampoules, caps, boxes, labels, cartons, containers, etc.

b. Matters which are necessary for furtherance of the objects specified in clause III(a) are

- i. To buy, sell, exchange, alter, improve, prepare for market and otherwise deal in all kinds of plant, materials, articles and things necessary or convenient for carrying on any of the business of the company usually dealt in by persons engaged in the like business.
- ii. To enter into contracts, collaborations, agreements and arrangement with any other company, firm or persons Indian or foreign for carrying out by such other company, firm or person on behalf of the company of the objects for which the company is formed.
- iii. To undertake any other business whether manufacturing or otherwise, which in the opinion of the Board of Directors of the company is capable of being advantageously or conveniently carried on by the company in connection with or as an ancillary to any of the company's objects or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the company may be interested.
- iv. To appoint Directors or Managers of any subsidiary company or of any other in company which this company is or may be interested.

- v. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any right or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, stock-in-trade, and either to retain any property to be acquired for the purpose of the company's business or to turn the same to account as may seem expedient.
- vi. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the company and to finance the purchase of any such article or articles, whether made by the company or not by way of the purchase any such articles and the letting thereof on the hire purchase system or otherwise howsoever.
- vii. To amalgamate with any company or companies having objects, altogether or in part similar to those of this company or to sell, exchange, lease, under lease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interests, all or any part of the undertaking, property, rights, or privileges of the company as a going concern or otherwise, or to with any public body corporation, company, society or association or to a person or persons for such consideration as the company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company.
- viii. To acquire and undertake the whole or any part of any part of business, property and liabilities of any persons, firm or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed to property suitable for the purpose of this company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly too benefit the company.
- ix. Subject to the applicable provisions of the companies Act, 2013 or any other Act in force and rules made there under from time to time, to borrow or raise money or to receive money on deposit for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the company and to create, issue and a lot redeemable or

irredeemable bonds, mortgages or other instruments, mortgage debentures (such bonds of debentures being made payable to bearer or otherwise and issuable or payable either at par, premium, discount, or as fully paid) and for any such purposes to change all or any part of the property and profits of the company both present and future including its uncalled capital.

- x. To enter into partnership or into any agreement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or cooperation with any person or firm or company carrying on or engaged in or about to carry on, or engaged in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or in any business or transactions capable of being conducted so as directly or indirectly to benefit this company.
- xi. To invest any monies of the company not immediately required for the purposes of its business in such manner as may think fit, and to lend money to such parties and on such terms, with or without security as may be thought to be for the interests of the company, and in particular to customers of and persons having dealings with the persons or to the company or to companies, firms or persons carrying on any business which may be useful or beneficial to this.
- xii. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
- xiii. To enter into any arrangement with any Government of authority, Supreme Municipal, local or otherwise or any person or company that may seem conducive to the companies' objects or any of them and to obtain from any such Government, Authority, person or company any rights, privileges, charters, contracts, licenses and to carry out, exercise and comply therewith.

- xiv. To apply for, promote, and obtain any act, charter-privilege, concession, license, authorization, Government, State or Municipal, Provisional order or license of any authority or enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's Interest.
- xv. To apply for, otherwise, acquire and protect and renew in any part of the World any patent rights, brevets 'o' invention, trademarks, designs, licenses, concessions, goodwill and the design like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, processes or know-how which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use exercise, develop or grant licenses in respect of or otherwise, turn to account the property, right or information so acquired, and to expend money in experimenting upon testing or improving any such patents inventions or rights.
- xvi. To make donations to such persons or institutions and in such cases and either in cash or in other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this company and to subscribe, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent national, public or political, cultural educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and to support or said in the establishment and support of associations, institutions, funds trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the company or its predecessors in business or of persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payment towards insurances and to form and contribute to provident benefit funds and other welfare funds of or for such persons.
- xvii. To refer or agree to refer any claim, demand, dispute or and other question, by or against the company or in which the company is

interested or concerned, and whether between the company and the member or members of his or their representatives or between the company and third parties to arbitrations in India or at any outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

- xviii. To pay for any rights or property acquired by the company and to remunerate any person or firm for services rendered or to be rendered in placing of shares in the company's capital or any debentures, debenture stock or otherwise securities of the company or about the formation of the company or the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the company credited as paid up in full or in part or otherwise.
- xix. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, radio, Tele Vision, by circulars, by purchase and exhibition of works or art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- xx. To undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitous or otherwise.
- xxi. Subject to the Banking Regulations Act, 1949 to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- xxii. To sell, improve, manage, develop, exchange, lease, mortgage, and dispose off turn to account or otherwise deal with all or any part of the properties and rights of the company.
- xxiii. Subject to the provisions of the Companies Act, 2013 or any other Act in force and the rules made thereupon from time to time, to distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of the capital be made except with the sanction if any for the time being required by law.

- xxiv. To take up in any part of the world all or any part of the company's objects as principals, agents, factories, trustees, contractors or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, State Body Politic or Government or colony or dependency therefore.
- xxv. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its States, Territories, Possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies there in as may be convenient.
- xxvi. To proceed the company to be registered or recognized in any part of the world.
- xxvii. To do all that is necessary suitable or proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance's of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts things incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers or any parts thereof, provided the same be not inconsistent with the laws of the Union of India.
- xxviii. To aid and support, pecuniary or otherwise, any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry of trade concerning the objects or business of the Company related interests.
- xxix. To subscribe, contribute, pay, transfer or guarantee money for or to dedicate, donate, present or otherwise dispose of either voluntarily or for value, any moneys or properties of the company to or for the benefit of any national, charitable, benevolent, religious, scientific, public, local general or useful objects, purposes or institutions or to or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.

xxx. To grant pensions or other emoluments or gratuities to any employees or ex-employees and to officers and ex-officers(including Directors and Ex-directors) of the Company or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute in accordance with the applicable legal provisions of the Companies Act, 2013 or any other Act in force and the rules made there under from time to time, to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the Company's employees and officers and to lend money to the company's employees, and to provide for the welfare of the employees or ex-employees and ex-officers (including Directors and Ex-directors) of the building or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to provident Funds. Association, institutions, Schemes or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the company may from time to time think fit.

- IV. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-five Crore only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Re. 1/- (Rupees One only) each, with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.²

² Amendment to alteration of Capital clause of the Company approved by the Members in the held Extra-ordinary General Meeting of the Company on December 30, 2023. Authorised Capital Increased from Rs.20 Crores to Rs.25 Crores.

We, the several persons whose names and addresses and subscribed hereto are desirous of being formed into a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the company set opposite our respective names.

S.No.	Name, description, address and occupation of subscribers	Signature of subscribers	No. of Equity Shares taken by each subscribers	Witness with Address and occupation
1.	LAKKARAJU VENKATA VITHAL RAO S/o Hanumantha Rao H. No. 3-6-462/A Himayatnagar, Hyderabad - 500 029 Occ: Business	Sd/-	9 (Nine Only)	Sd/- A.R. KRISHNAMANI S/o Late A. Raman 147, Margosa Road, Malleswaram, Bangalore - 560 003. Chartered Accountant
2.	LAKKARAJU LALITA W/o L.V. Vithal Rao H. No. 3-6-462/A Himayatnagar, Hyderabad - 500 029 Occ: Business	Sd/-	9 (Nine Only)	
	Total No. of Equity shares taken		18 (Eighteen only)	

Date: 14-06-1985

Place: Hyderabad

INCORPORATED
UNDER
THE COMPANIES ACT 1956

COMPANY LIMITED BY SHARES

³ARTICLES OF ASSOCIATION
OF
GENNEX LABORATORIES LIMITED

1. The regulations contained in Table F of the first schedule to the Companies Act, 2013 (hereinafter referred as Table F) shall apply to this Company in so far as are applicable to Public Company and are not amended, modified or substituted by the following Articles.

Interpretation

2. In the interpretation of these Articles, unless repugnant to the subject or context:-
- a) “The company” or “this company” means **GENNEX LABORATORIES LIMITED.**
 - b) “The Act” means the Companies Act, 2013, or any statutory modification or re- enactment thereof for the time being in force.
 - c) “Auditor” means and includes those persons appointed as such for the time being by the Company.
 - d) “Board Meeting” means meeting of the Directors duly and constituted or as the case may be, the Directors assembled at a Board.
 - e) “Capital” means the share capital for the time being raised or authorized to be raised, for the Company.
 - f) “Debenture” includes the Debenture stock.
 - g) ‘Directors’ means the directors of the company and includes persons occupying the position of directors by whatever names called.
 - h) “Dividend” includes bonus.

³ Amendment of Articles of Association in line with the Companies Act, 2013 was approved by the Members in the held 36th Annual General Meeting of the Company on September 30, 2021.

i) “Gender” Word importing the masculine gender also includes the feminine gender.

j) In Writing or Written

“In Writing” or “Written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

k) Member

“Member” means the duly registered holder from time to time of the shares of the Company and includes the subscriber to the Memorandum of the Company.

l) Meeting or Annual General Meeting

“Annual General Meeting” means a General Meeting of the members duly called and constituted and any adjourned holding thereof in accordance of section 96 of the Act.

m) Meeting or Extraordinary general meeting

“Extraordinary General Meeting” means Extraordinary General meeting of the Members duly called and constituted and any adjourned holding thereof.

n) Month

“Month” means a calendar month

o) Office

“Office” means the registered office for the time being of the Company.

p) Paid up

Paid up” includes credited as paid up.

q) Persons

“Persons” includes corporation and firms as well as individuals.

r) Register of members

“Register of member” means the Register of members to be kept pursuant to the Act.

s) The Registrar

“The Registrar” means the Registrar of the Companies (as defined under Section 2(75) of the Act of the state in which the office of the Company is for the time being situated.

t) Officer

“Officer” includes any director, manager or secretary, or any person in accordance with whose direction or instruction the board of Director or any or more of the directors is accustomed to act.

u) Seal

“Seal” means the Common Seal for the time being of the Company.

v) Share

“Share” means share in the share capital of a company and includes stock except where a distinction between stock and share is expressed or implied.

w) Special Resolution

“Special Resolution” shall have the meaning assigned thereto by section 114 of Companies Act, 2013.

x) Year and Financial Year.

“Year” means the calendar year and “financial year” shall have the meaning assigned thereto by section 2(41) of the Act.

Public Company

3. The company is a Public Company within the meaning of section 2 (71) of the Companies Act, 2013 with a minimum paid up capital as may be prescribed from time to time.

Share capital and variation of rights

4. (i) The Authorised Share Capital of the Company shall be as mentioned under Clause V of the Memorandum of Association of the Company.⁴
- (ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.

⁴ Amendment to the alteration of Capital article #4(i) approved by the Members in the held Extra-ordinary General Meeting of the Company on December 30, 2023.

5. (i) The Company shall, unless prohibited by any provision of law or any order of Court, Tribunal or other authority, deliver the certificates of all securities allotted or transferred:

(a) within a period of 30 days from the date of allotment, in the case of any allotment of any of its shares;

(b) within a period of 15 days from the date of receipt of request for transfer

Provided further that it shall be ensured that the transmission requests are processed for securities held in dematerialized mode and physical mode within seven days and twenty one days respectively, after receipt of the specified documents.

The Company shall issue certificate(s) in the manner laid hereunder:

- a. one certificate for all his shares without payment of any charges; or
- b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The company may issue new share certificates pursuant to consolidation or sub division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.

7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in

any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

12. (i) The Company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
 - (iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.
13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
 - (iv) The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholders in a general meeting of the company.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

Transfer of shares

22. (i) The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
24. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
25. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
26. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within 15 days from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

Transmission of Shares

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

31. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
32. The notice aforesaid shall—
 - a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
35. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
36. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or

invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

37. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. The Authorised Share Capital shall be as per clause V (a) of Memorandum of Association of the company.

39. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- a. increase its authorised share capital by such amount as it thinks expedient.
- b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- c. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- d. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- e. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up)

shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalisation of profits

42. (i) The company in general meeting may, upon the recommendation of the Board resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- A. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

De-materialization of Securities

44. (i) **For the purpose of this Article:-**

"Beneficial Owner": Beneficial Owner shall have the meaning assigned thereto in section 2(1) (a) of the Depositories Act, 1996.

"Depositories Act": Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository": Depository shall mean a Depository as defined in section 2(1) (e) of the Depositories Act, 1996.

"Member": Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

"Security": Security shall mean such security as may be specified by SEBI.

(ii) **"Dematerialisation of Securities":** Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

(iii) "Option to hold securities in physical form or with depository":

Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

(iv) "Beneficial Owner may opt out of a Depository":

Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

(v) "Securities in Depositories to be in fungible form":

All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(vi) "Rights of depository and beneficial owners":

A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

(vii) Every person holding securities of the Company and whose name is

entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.

(viii) "Transfer of securities":

Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(ix) "Register and Index of beneficial owners":

The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

(x) "Other matters":

Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.

(xi) Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

Nomination

45. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

Buy-Back of Shares

46. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

47. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.
48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- (iii) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. The Chairman and Managing Director of the Company shall preside as Chairperson at every Board and General Meeting of the company, while he holds his office as such or till otherwise decided by the Board or the general Meeting, as the case may be.

- (iv) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- (v) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

- 50. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

- 51. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

- 58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

- 61. The minimum number of Directors shall be 3 and maximum number of directors shall be 15.

The First Directors of the Company are:

1. LAKKARAJU VENKAT VITHAL RAO
2. LAKKARAJU LALITA

62. (i) Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors / General Meeting to all or any of its Directors for the services rendered by them / him in day to day management of the affairs of the company or any other type of services, whether professional in nature or not, for any of the purposes of the company, either by a fixed sum on monthly or annual basis and / or perquisites and / or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

63. The Board may pay all expenses incurred in getting up and registering the company.
64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
67. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) Subject to the Articles herein, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- (iii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (iv) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
72. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
73. A committee may elect a Chairperson of its meetings.
74. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
75. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of equality of votes, the Chairperson shall have a second or casting vote.
76. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more

of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

77. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

78. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
79. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Managing Director

80. The business of the Company may be carried on by the Managing Director(s) who may be appointed by the Board of Directors / members in their General Meeting, from time to time who shall fix the terms, qualifications, remuneration, duties, authorities and powers. The Board may from time to time and subject to the provisions of the Act delegate to the Managing Director(s) such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time, revoke, withdraw, alter or vary all or any of the powers conferred on him or dismiss him from office and appoint another in his place.
81. Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. He shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and

perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.

The Seal

82. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
84. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
85. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
86. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on

terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

87. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
88. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
89. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
90. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
91. No dividend shall bear interest against the company.
92. No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

Accounts

93. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding Up

94. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
95. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such

division shall be carried out as between the members or different classes of members.

96. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

97. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons whose names and addresses and subscribed hereto are desirous of being formed into a company in pursuance of this Articles of Association and respectively agree to take the number of shares in the capital of the company set opposite our respective names.

S.No.	Name, description, address and occupation of subscribers	Signature of subscribers	Witness with Address and occupation
1.	LAKKARAJU VENKATA VITHAL RAO S/o Hanumantha Rao H. No. 3-6-462/A Himayatnagar, Hyderabad - 500 029 Occ: Business	Sd/-	Sd/- A.R. KRISHNAMANI S/o Late A. Raman 147, Margosa Road, Malleswaram, Bangalore - 560 003. Chartered Accountant
2.	LAKKARAJU LALITA W/o L.V. Vithal Rao H. No. 3-6-462/A Himayatnagar, Hyderabad - 500 029 Occ: Business	Sd/-	

Date: 14-06-1985

Place: Hyderabad